IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re: Chapter 11

CIRCUIT CITY STORES, INC., et al., 1 : Case No. 08-35653-KRH

: (Jointly Administered)
:

_:

FIRST INTERIM APPLICATION OF JEFFERIES & COMPANY, INC. FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 18, 2008 THROUGH JANUARY 31, 2009

Pursuant to sections 328, 330, and 331 of title 11 of the United States Code (the "Bankruptcy Code"),² and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Jefferies & Company, Inc. ("Jefferies" or "Applicant") hereby files this First Interim Application of Jefferies & Company, Inc. for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisors to the Official Committee of Unsecured Creditors for the Period from November 18, 2008 through January 31, 2009 (the "Application").

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in Jefferies' retention application.

Richard M. Pachulski (CA Bar No. 90073) Robert J. Feinstein (NY Bar No. RF – 2836) Jeffrey N. Pomerantz (CA Bar No. 143717) Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Boulevard, 11th Floor Los Angeles, CA 90067-4100

Telephone: (310) 277-6910 Facsimile: (310) 201-0760

Counsel for the Official Committee of Unsecured Creditors Lynn L. Tavenner (VA Bar No. 30083) Paula S. Beran (VA Bar No. 34679) Tavenner & Beran, PLC 20 North Eighth Street, 2nd Floor Richmond, VA 23219

Telephone: (804) 783-8300 Facsimile: (804) 783-0178

Co-Counsel for the Official Committee of Unsecured Creditors

The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512).

By this Application, Jefferies seeks interim allowance of compensation in the amount of \$490,322.58 and reimbursement of actual and necessary expenses in the amount of \$33,581.71, for a total allowed amount of \$523,904.29. In support of this Application, Jefferies respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding pursuant to 11 U.S.C. § 157(b)(2)(A). Venue of these cases and this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is 11 U.S.C. §§ 328, 330 and 331.

BACKGROUND

2. On November 10, 2008 (the "Petition Date"), the Debtors filed their voluntary Chapter 11 petitions for relief, thereby commencing the above-captioned cases. The cases are being jointly administered but are not substantively consolidated. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, neither a trustee nor an examiner has been appointed in these chapter 11 cases. On November 12, 2008, the Office of the U.S. Trustee appointed the Official Committee of Unsecured Creditors (the "Committee") in these cases pursuant to Sections 1102(a) and 1102(b)(1). On November 13, 2008, the Committee was amended by the U.S. Trustee. On November 18, 2008, the Committee voted to retain Jefferies as one of its financial advisors in these matters.

RETENTION OF JEFFERIES

3. On January 20, 2009, the Court entered its order authorizing the Committee to retain Jefferies through January 31, 2009 as one of its financial advisors under § 328 of the

Bankruptcy Code (the "<u>First Retention Order</u>") [Docket #1682]. On February 26, 2009, the Court entered a supplement order authorizing the Committee to retain Jefferies through March 5, 2009 [Docket #2330]. A copy of the First Retention Order is attached hereto as **Exhibit A**.

COMPENSATION PAID

- 4. On December 9, 2008, the Court entered its Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation [Docket #830]. In compliance with the terms and conditions of the First Retention Order (attached as **Exhibit A**) and engagement letter, and having submitted its Monthly Statements in a timely manner, Jefferies has, to date, received \$340,000.00 in fees and \$10,673.69 in expenses, for a total of \$350,673.69.
- 5. All services for which Jefferies requests compensation were performed for or on behalf of the Committee.

RELIEF REQUESTED

- 6. This is the first interim fee application of Applicant, wherein Applicant seeks the allowance of \$490,322.58 in monthly professional services and expense reimbursement in the amount of \$33,581.71, for a total of \$523,904.29.
- 7. Copies of the Monthly Statements are attached hereto as **Exhibit C**. A summary of the monthly fees and expenses incurred by Jefferies on behalf of the Committee from November 18, 2008 through January 31, 2009 (the "First Interim Fee Period") are set forth below:

Period Covered	Requested A		Approved	
	Fees	Expenses	Fees (85%)	Expenses
November 18, 2008 –	\$200,000.00	\$94.60	\$170,000.00	\$94.60
December 17, 2008				
December 18, 2008 –	\$200,000.00	\$9,497.09	\$170,000.00	\$9,497.09

³ Jefferies inadvertently included a full month's fee in its original November 2008 invoice. The credited amount in January 2009 invoice represented an adjustment to include only the prorated amount. Revised monthly invoices have been served to the Notice Parties and are attached hereto.

January 17, 2009				
January 18, 2009 –	\$90,322.58	\$23,990.02	Pending	Pending
January 31, 2009				
Totals	\$490,322.58	\$33,581.71		

SUMMARY OF SERVICES RENDERED

- 8. In the First Interim Fee Period, Jefferies did not duplicate the services provided by other Committee professionals and coordinated its efforts with Protiviti, Inc. to ensure no duplication of efforts was made. Jefferies rendered the following financial advisory services for the benefit of the Committee:
 - a) became familiar with, to the extent Jefferies deems appropriate, and analyze the business, operations, assets, financial condition and prospects of the Debtors;
 - b) advised the Committee on the current state of the restructuring market; and
 - c) assisted and advised the Committee in examining and analyzing any potential or proposed strategy for restructuring or adjusting the Debtors' outstanding indebtedness or overall capital structure, whether pursuant to a plan of reorganization, a sale of all or substantially all the assets or equity under section 363 of chapter 11 of the Bankruptcy Code, or other form of emergence from chapter 11 (including a dismissal of the Cases), or otherwise (the "Restructuring"), including, where appropriate, assisting the Committee in developing its own strategy for accomplishing a Restructuring.

CERTIFICATION WITH RESPECT TO FIRST INTERIM APPLICATION

9. The Certification of Richard Klein with respect to the First Interim Fee Period is attached hereto as **Exhibit B**.

WHEREFORE, Jefferies respectfully requests that the Court approve, for the period November 18, 2008 through January 31, 2009, the interim allowance of the sum of \$490,322.58 as compensation for necessary professional services rendered, and the sum of \$33,581.71 for

reimbursement of actual necessary costs and expenses, for a total of \$523,904.29 be authorized.

To date, Jefferies has received \$350,673.69 of the \$523,904.29 requested in this application.

Dated: March 17, 2008 JEFFERIES & COMPANY, INC.

By: /s/ Richard Klein

Richard Klein, Senior Vice President Financial Advisor to the Official Committee of Unsecured Creditors of Circuit City Stores, Inc.

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
TAVENNER & BERAN PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219

Telephone: 804-783-8300 Facsimile: 804-783-0178

-and-

Richard M. Pachulski (CA Bar No. 90073) Robert J. Feinstein (NY Bar No. RF-2836) Jeffrey N. Pomerantz (CA Bar No. 143717) PACHULSKI STANG ZIEHL & JONES LLP 10100 Santa Monica Blvd. 11th Floor Los Angeles, California 90067-4100

Telephone: 310-227-6910 Facsimile: 310-201-0760 E-mail:rfeinstein@pszjlaw.com jpomerantz@pszjlaw.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on March 17th, 2009, a true and correct copy of the above and foregoing was served by either First Class Mail, postage pre-paid and/or by electronic delivery to all of the parties on the following:

Robert B. Van Arsdale – Via email: robert.b.van.arsdale@usdoj.gov
June E. Turner – Via email: june.e.turner@usdoj.gov
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219

Bruce H. Besanko – Via Standard Mail Reginald D. Hedgebeth – Via Standard Mail Circuit City Stores, Inc. 9950 Mayland Drive Richmond, VA 23233

Gregg M. Galardi, Esq. – Via email: gregg.galardi@skadden.com Skadden, Arps, Slate, Meagher, & Flom LLP One Rodney Square P.O. Box 636 Wilmington, DE 19899

Douglas M. Foley, Esq. – Via email: dfoley@mcguirewoods.com McGuireWoods LLP
One James Center
901 E. Cary Street
Richmond, VA 23219

Jeff Pomerantz – Via email: jpomerantz@pszjlaw.com Robert Feinstein – Via email: rfeinstein@pszjlaw.com Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Boulevard, 11th Floor Los Angeles, CA 90067-4100

/s/ Lynn L. Tavenner
Lynn L. Tavenner

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re: Chapter 11

CIRCUIT CITY STORES, INC., et al., 1

Case No. 08-35653-KRH

(Jointly Administered)

Debtors.

:

AGREED ORDER PURSUANT TO SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 AUTHORIZING THE RETENTION AND EMPLOYMENT OF JEFFERIES & COMPANY, INC. AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS NUNC PRO TUNC TO NOVEMBER 18, 2008

Upon consideration of the Application of the Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned Chapter 11 cases of Circuit City Stores, Inc. and its affiliated debtors-in-possession (collectively, the "Debtors") for an Order Pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Retention and Employment of Jefferies & Company, Inc. ("Jefferies") as Financial Advisors to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 18, 2008 and upon

Richard M. Pachulski (CA Bar No. 90073) Robert J. Feinstein (NY Bar No. RF – 2836) Jeffrey N. Pomerantz (CA Bar No. 143717) Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Boulevard, 11th Floor Los Angeles, CA 90067-4100

Telephone: (310) 277-6910 Telecopy: (310) 201-0760

Proposed Counsel for the Official Committee of Unsecured Creditors Lynn L. Tavenner (VA Bar No. 30083) Paula S. Beran (VA Bar No. 34679) Tavenner & Beran, PLC 20 North Eighth Street, 2nd Floor Richmond, VA 23219 Telephone: (804) 783-8300 Telecopy: (804) 783-0178

Proposed Co-Counsel for the Official Committee of Unsecured Creditors

The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

the Declaration of Michael Henkin in support of the Application; and notice having been given to the Office of the United States Trustee, the Debtors, and all parties that have appeared and requested service of papers in these cases and, therefore, it appearing that good and sufficient notice having been given and no other or further notice need be given; and no objections to the Application having been filed; and this Court finding, further, that Jefferies does not hold or represent any interest adverse to the Debtors' estates in the matters on which it is to be retained, that Jefferies is a "disinterested" person as that term is defined in section 101(14) of Title 11 of the United States Code (the "Bankruptcy Code"); that the terms and conditions of Jefferies employment as set forth in the Application and the Jefferies Engagement Letter (as defined in the Application), as modified by this Order, are reasonable including, without limitation, the Fee Structure and Indemnity (in each case as defined in the Application), that its employment as a financial advisor to the Committee and the terms thereof are in the best interests of the Debtors' estates; that the Debtor's informal objection to the employment of Jefferies is deemed resolved by the provisions contained in this Order;, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that pursuant sections 328(a) and 1103(a) of the Bankruptcy Code, the Application is hereby granted and that Jefferies is hereby employed as the Committee's financial advisor, effective as of November 18, 2008, and continuing through and including January 31, 2009 (such period, the "<u>Initial Retention Period</u>"), on the terms and conditions set forth in the Jefferies Engagement Letter as modified in the Application and as further modified by this Order; and it is further

ORDERED to the extent not previously resolved, withdrawn or reserved, any and all objections to the Application are overruled in their entirety; and it is further

ORDERED that the terms and conditions of Jefferies' retention pursuant to the Jefferies Engagement Letter (as modified herein), including, without limitation, the Fee Structure and the Indemnity, are approved pursuant to section 328(a) of the Bankruptcy Code, provided, however, that notwithstanding anything to the contrary contained in the Jefferies Engagement Letter, Jefferies shall be entitled to receive and shall be paid (i) a Monthly Fee (as defined in the Jefferies Engagement Letter) of \$200,000 per month for each of (a) the monthly period commencing on November 18, 2008 and ending on December 17, 2008, and (b) the monthly period commencing on December 18, 2008 and ending on January 17, 2009; and (ii) for the period commencing on January 18, 2009 and ending on January 31, 2009, the sum of \$90,322 representing a prorated amount of the Monthly Fee applicable to such period; and it is further

ORDERED that if the Committee seeks to continue Jefferies' retention for a period beyond the Initial Retention Period (whether on the terms and conditions approved pursuant to this Order or on such other terms as the Committee and Jefferies may determine to be appropriate), and the Debtors object to the terms of such continued retention, a hearing shall be held before this Court on January 29, 2009 at 10:00 a.m. to consider such continued retention, and in connection therewith, it shall not be necessary for the Committee to file a new or supplemental retention application; provided, however, that if such continued retention is not approved by the Court, then (i) Jefferies' retention pursuant to this Order shall be deemed automatically extended for the period commencing February 1, 2009 through and including February 5, 2009 (such period, the "Transition Period") in order for Jefferies' and the Committee to effectuate an orderly transition, and (ii) Jefferies shall be entitled to receive and shall be paid the sum of \$32,258 representing a prorated amount of the Monthly Fee attributable to the Transition Period. If the Committee seeks to continue Jefferies' retention for a period beyond

the Initial Retention Period (whether on the terms and conditions approved pursuant to this Order or on such other terms as the Committee and Jefferies may determine to be appropriate) and the Debtors do not object to such continued retention, the Committee and the Debtors may submit to the Court an Agreed Order approving such continued retention and no subsequent hearing thereon shall be held unless otherwise required by this Court; and it is further

ORDERED that the Restructuring Fee (as defined in the Jefferies Engagement Letter) shall be payable to Jefferies as provided in the Jefferies Engagement Letter and shall not be subject to any cap; provided, however, that notwithstanding anything to the contrary contained in the Jefferies engagement letter, only in the event of a Total Liquidation (as defined below), the Restructuring Fee shall be determined as follows: The Restructuring Fee shall be initially calculated pursuant to Section 4(b) of the Jefferies Engagement Letter (the "Base Calculation"). Then, to the extent that the Base Calculation plus the aggregate amount of all Monthly Fees actually paid to Jefferies as of the date such Restructuring Fee becomes due and payable to Jefferies (such date, the "Payment Date") exceeds \$2,000,000, the amount of the Restructuring Fee payable to Jefferies would be equal to the difference between \$2,000,000 and the aggregate amount of all Monthly Fees actually paid to Jefferies as of the Payment Date. However, to the extent that the Base Calculation plus the aggregate amount of all Monthly Fees actually paid to Jefferies as of the Payment Date does not exceed \$2,000,000, then there will be no reduction of the Restructuring Fee payable to Jefferies pursuant to Section 4(b) of the Jefferies Engagement Letter. For purposes of this Order, the term "Total Liquidation" shall mean the commencement of going out of business or similar themed sales for all (but not less than all) of the Debtors' retail stores and distribution centers, whether under Chapter 11 or Chapter 7 of the Bankruptcy Code; and it is further

ORDERED, that the second sentence of the sixth paragraph of Schedule A annexed to the Jefferies Engagement Letter is hereby deleted and replaced with the following: "Notwithstanding the provisions hereof, the aggregate contribution of all Indemnified Persons to all Losses shall not exceed twice the amount of fees actually received by Jefferies with respect to the services rendered pursuant to the Agreement."; and it is further

ORDERED that Jefferies will file applications for interim and final allowance of compensation and reimbursement in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules (except as provided below), and any procedures that may be fixed by Order of this Court, provided, however, that fee applications filed by Jefferies shall be subject to review only pursuant to the standards set forth in Bankruptcy Code section 328(a) and not subject to the standard of review set forth in Bankruptcy Code section 330; and it is further

ORDERED that if an Indemnified Party seeks reimbursement for attorneys' fees from the Debtors pursuant to the Indemnity, the invoices and supporting time records from the attorneys as to whose fees Jefferies is seeking reimbursement shall be annexed to Jefferies' own interim and/or final fee applications, and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of the Bankruptcy Court under the standards of section 330 of the Bankruptcy Code regardless of whether such attorney has been retained under section 1103 of the Bankruptcy Code; and it is further

ORDERED that the relief granted herein shall be binding upon any Chapter 11 trustee appointed in these Chapter 11 cases, or upon any Chapter 7 trustee appointed in the event of a subsequent conversion of these Chapter 11 cases to cases under Chapter 7.

ORDERED that Jefferies is authorized to provide services to the Committee as set forth in the Application.

Dated: Richmond, Virginia , 2009

THE HONORABLE KEVIN R. HUENNEKENS UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
TAVENNER & BERAN PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219

Telephone: 804-783-8300 Facsimile: 804-783-0178

-and-

Richard M. Pachulski (CA Bar No. 90073) Robert J. Feinstein (NY Bar No. RF-2836) Jeffrey N. Pomerantz (CA Bar No. 143717) PACHULSKI STANG ZIEHL & JONES LLP 10100 Santa Monica Blvd. 11th Floor Los Angeles, California 90067-4100 Telephone: 310-227-6910

Facsimile: 310-227-6910

E-mail: rfeinstein@pszjlaw.com

jpomerantz@pszjlaw.com

Proposed Counsel for Official Committee of Unsecured Creditors Holding Unsecured Claims

SEEN AND AGREED:

/s/ Douglas M. Foley (per email dated 1/16/09)
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

-and-

Douglas M. Foley (VA Bar No. 34364) MCGUIREWOODS LLP One James Center 901 E. Cary Street Richmond, Virginia 23219 (804) 775-1000

Counsel for the Debtors and Debtors in Possession

SEEN AND NO OBJECTION:

/s/ Robert B. Van Arsdale (per email dated 1/16/09)

Robert B. Van Arsdale (VSB# 17483) Assistant U.S. Trustee Office of the U.S. Trustee 701 East Broad Street, Suite 4304 Richmond, VA 23219 (804) 771-2310 (804) 771-2330 (Facsimile)

CERTIFICATION

I hereby certify that the foregoing proposed Order has been either served on or endorsed by all necessary parties.

/s/ Lynn L. Tavenner

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Tavenner & Beran, PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300

Telecopy: (804) 783-0178

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al., 1 : Case No. 08-35653-KRH

: (Jointly Administered)
: :

Chapter 11

0.015.

CERTIFICATION OF RICHARD KLEIN WITH RESPECT TO FIRST INTERIM APPLICATION OF JEFFERIES & COMPANY, INC. FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 18, 2008 THROUGH JANUARY 31, 2009

I, Richard Klein, hereby make the following declaration:

1. I am a Senior Vice President of Jefferies & Company, Inc. ("<u>Jefferies</u>"), an investment banking firm with its principal office located at 520 Madison Ave., New York, New York, 10022, with offices located world-wide. I submit this certification with respect to Jefferies' compliance with the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on

Richard M. Pachulski (CA Bar No. 90073) Robert J. Feinstein (NY Bar No. RF – 2836) Jeffrey N. Pomerantz (CA Bar No. 143717) Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Boulevard, 11th Floor Los Angeles, CA 90067-4100

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Counsel for the Official Committee of Unsecured Creditors Lynn L. Tavenner (VA Bar No. 30083) Paula S. Beran (VA Bar No. 34679) Tavenner & Beran, PLC 20 North Eighth Street, 2nd Floor Richmond, VA 23219

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Co-Counsel for the Official Committee of Unsecured Creditors

The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Case 08-35653-KRH Doc 2640 Filed 03/17/09 Entered 03/17/09 23:35:43 Desc Main Page 16 of 40 Document

January 30, 1996 (the "U.S. Trustee Guidelines"), and the Order Under Bankruptcy Code

Sections 105(a) and 331 Establishing Procedures for Interim Compensation, entered December

9, 2009 [Docket #830], and collectively with the Local Guidelines and U.S. Trustee Guidelines.

2. This Certification is made in connection with the First Interim Application (the

"Application") of Jefferies & Company, Inc. for Compensation for Services Rendered and

Reimbursement of Expenses as Financial Advisors to the Official Committee of Unsecured

Creditors for the Period from November 18, 2008 through January 31, 2009.

3. I certify that: (a) I have read the Application; (b) to the best of my knowledge,

information, and belief formed after reasonable inquiry, the fees and disbursements sought fall

within the Local Guidelines; (c) the fees and disbursements sought are billed at rates in

accordance with those customarily charged by Jefferies and generally accepted by Jefferies'

clients; and (d) in providing a reimbursable service, Jefferies does not make a profit on that

service, whether the service is performed by Jefferies in-house or through a third party.

4. I certify that Jefferies has complied with the provision requiring it to provide the

Debtors, counsel to the Debtors, counsel for the statutory creditors' committee, and the United

States Trustee for the Eastern District of Virginia, with monthly statements of fees and

disbursements accrued during the previous month. Copies of such Monthly Statements are

attached as **Exhibit C** to the Application.

5. I certify that the Debtors, counsel to the Debtors, counsel for the statutory

creditors' committee, and the United States Trustee for the Eastern District of Virginia are each

being provided with a copy of the Application.

Dated: March 17, 2009

/s/ Richard Klein

RICHARD KLEIN

2 DOCS NY:17655.1



Jefferies & Company, Inc. 520 Madison Avenue, 17th Floor New York, New York 10022 tel (212) 284-2550 fax (212) 284-2540 www.jefferies.com

Circuit City Stores, Inc. Attn: James Marcum & Reginald D. Hedgebeth 9950 Mayland Drive Richmond, Virginia 23233

Skadden, Arps, Slate, Meagher, & Flom LLP Attn: Gregg M. Galardi, Esq. One Rodney Square, P.O. Box 636 Wilmington, Delaware 19899

McGuireWoods LLP Attn: Dion W. Hayes, Esq. One James Center 901 E. Cary Street Richmond, Virginia 23219

The Office of the United States Trustee for the Eastern District of Virginia Attn: Robert B. Van Arsdale 701 East Broad Street, Suite 4304 Richmond, Virginia 23219

Pachulski Stang Ziehl & Jones LLP Attn: Jeff Pomerantz, Esq. 10100 Santa Monica Boulevard, 11th Floor Los Angeles, California 90067-4100

Re: Order Granting Motion to Authorize Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation (Docket No. 830)

Pursuant to the above referenced order, please find enclosed the first Monthly Statement covering the period of November 18, 2008 through December 17, 2008 for Jefferies & Company, Inc.

If you have any questions, please contact Michael Henkin (415-229-1426) or Rich Klein (212-708-2733).

Regards,

Jefferies & Company, Inc.

Jefferies & Company, Inc. March 12, 2009 Page 2

Re:

Circuit City Stores, Inc. et al (collectively the "Debtors")

Bankruptcy Case No. 08-35653

Jefferies & Company. Inc.

Monthly Statement - November 18, 2008 - December 17, 2008

Gentlemen:

Jefferies & Company, Inc. ("Jefferies") submits the annexed statement of fees and expenses for the period of November 18 2008 through December 17, 2008 (the "Compensation Period") as Financial Advisors for the Official Committee of Unsecured Creditors in accordance with the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order").

The total amount of fees and expenses for Jefferies on this statement cover the period November 18, 2008 through December 17, 2008, is \$200,094.60, which consists of fees in the amount of \$200,000.00 and expenses in the amount of \$94.60. Pursuant to the Interim Compensation Order, Jefferies requests payment from the Debtors in the total amount of \$170,094.60, representing 85% of the total monthly fees in the amount of \$170,000.00 plus the total monthly expenses in the amount of \$94.60.1

All amounts sought herein are consistent with the Court's approval authorizing the employment of Jefferies & Company, Inc. as financial advisor to the Official Committee of Unsecured Creditors Retroactive to November 18, 2008, reflected on the Court's docket as of January 16, 2009 (Docket #1682).

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Dated:

New York, NY March 12, 2009

Jefferies & Company, Inc.

Richard Klein Senior Vice President Jefferies & Company, Inc. 520 Madison Ave., 17th Fl. New York, NY 10022

Tel: (212) 708-2733

Fax: (212) 284-2540

¹ The Interim Compensation Order requires that 15% of fees be held back (the "Holdback") and for approval of the Holdback to be sought through a formal fee application to be filed with the Court.

			3	lefferies 🖾
			1	20 Madison Avenue 2th Floor lew York, NY 10022
				INVOICE
invoice Dat	mber: 7407 ie: 3/12/2009 #: CIR86700/B nediate			
of Circuit 0 9950 Mayla	City Stores, Inc. and Drive	secured Creditors		
Hichmona,	Virginia 23233			
Attention:	Ramona Neal Chairperson			
Re:	Advisory Services			
For servi	ces rendered in	accordance with our engagement letter dated Novem	ber 18, 2008	
		Monthly Fee: November 18, 2008 - December 17, 2008 ⁽¹⁾		. \$200,0 0 \$30,00
		15% Holdback Total Fee:		\$170,00
		Expenses ⁽²⁾ :		¢.4
		Meals Phone/Fax		\$4 \$4
		Total Expenses		\$9
				•
				TOTAL DUE \$170,0
Payment D	Details			
		Wire instructions	Check Payment Instruction	
		Bank of New York ABA #021000018 A/C: Jefferies & Company, Inc. A/C: #890-055-2772	Jefferies & Company, li 11100 Santa Monica Blvi 12th Floor Los Angeles, CA 90025	
		CIR867-7407-Circuit City		

Jefferies & Company, Inc.

Summary of Hours Worked November 18, 2008 - November 30, 2008

Name	Position Position	Hours Worked
Michael Henkin	Managing Director, Recapitalization and Restructuring Group	43.75
Steve Tricarico	Managing Director, Consumer Group	15.00
Richard Klein	Senior Vice President, Recapitalization and Restructuring Group	34.50
Matthew Rush	Vice President, Consumer Group	17.00
Adam Steinberg	Vice President, Recapitalization and Restructuring Group	50.25
Nathan Brawn	Analyst, Recapitalization and Restructuring Group	69.25
Vishal Gupta	Analyst, Recapitalization and Restructuring Group	80.75
Cory Shamis	Analyst, Generalist	36.50
James Boyd	Analyst, Consumer Group	12.50
	Total	359.50

Other Jefferies professionals who participated but do not keep hours:

Justin Despirito Legal Counsel Patrick Morrow Paralegal

Jefferies & Company, Inc. November 18, 2008 - November 30, 2008

Sanker	Date	Description	Hours
ory Shamis	11/18/2008	Administrative	5.00
ory Shamis	11/18/2008	Drafting committee materials	9.50
dam Steinberg	11/19/2008	Meetings with committee, advisors, debtor	7.00
latthew Rush	11/19/2008	Meetings with committee, advisors, debtor	7.00
lichael Henkin	11/19/2008	Meetings with committee, professional advisors & debtor	7.00
athan Brawn	11/19/2008	Meetings with committee, advisors, debtor	7.00
ichard Klein	11/19/2008	Meetings with committee, advisors, debtor	7.00
leve Tricarico	11/19/2008	Call with Committee	6.00
ishal Gupta	11/19/2008	Travel from SF to Washington DC	7.00
ishal Gupta	11/19/2008	Meetings with committee, advisors, debtor	7.00
dam Steinberg	11/20/2008	Call with Jefferies team	1.00
ory Shamis	11/20/2008	Call with Jefferies team	0.50
mes Boyd	11/20/2008		1.00
auhew Rush	11/20/2008		1.00
ichael Henkin	11/20/2008		6.50
ichael Henkin		Document review; communication with Jefferies team (internal)	1.50
ichael Henkin	11/20/2008		1.00
		Call with Jefferies team	1.00
athan Brawn	11/20/2008		1.00
chard Klein			7.00
ishal Gupta	11/20/2008	•	1.00
ishal Gupta		Internal call	4.50
isha) Gupta	11/20/2008		2.50
dam Steinberg	11/21/2008		2.00
dam Steinberg	11/21/2008		2.00
dam Steinberg	11/21/2008		0.50
mes Boyd		Call with Rothschild	0.50
atthew Rush		Call with Rothschild	2.00
ichael Henkin	11/21/2008		
ichael Henkin	11/21/2008		1.00
athan Brawn	11/21/2008		2.50
athan Brawn	11/21/2008		0.50
athan Brawn	11/21/2008		2.00
athan Brawn	11/21/2008	Administrative	1.00
ichard Klein	11/21/2008	Meeting with Company's advisors	2.50
eve Tricarico	11/21/2008		3.00
ishal Gupta	11/21/2008	Data room review / work	7.00
ishal Gupta	11/21/2008		1.00
ishal Gupta	11/21/2008	Work on diligence	3.00
dam Steinberg	11/22/2008	Electronic communication with Committee Advisors	1.50
dam Steinberg	11/22/2008		1.50
ory Shamis	11/22/2008		0.50
ichael Henkin	11/22/2008	The state of the s	2.50
athan Brawn	11/22/2008		3.00
athan Brawn		Administrative	1.00
		Review of Debtor's advisor retention applications	2.50
athan Brawn		Internal call with Jefferies team	1.50
athan Brawn	11/22/2008		1.50
chard Klein		Document research	1.00
shal Gupta			3.00
shal Gupta	11/22/2008	<u>-</u>	1.50
shal Gupta	11/22/2008		0.50
dam Steinberg		Internal call with Jefferies team	1.50
ichael Henkin	11/23/2008		3.50
athan Brawn	11/23/2008	Review of InterTAN data room	
athan Brawn	11/23/2008	Financial analysis - DIP comparables & debtor's advisors fee analysis	6.00
athan Brawn	11/23/2008	Work on Committee presentation	1.50
athan Brawn	11/23/2008		0.50
chard Klein	11/23/2008	Internal call	0.50
ishal Gupta	11/23/2008	Data room review / work	7.00
ishal Gupta	11/23/2008	Internal call	0.50
dam Steinberg	1-1/24/2008	- Telephonic Communication with Committee Advisors	2.75
dam Steinberg	11/24/2008	Review of due diligence materials	1.00
dam Steinberg	11/24/2008	Worked on presentation to committee	3.00

Jefferies & Company, Inc. November 18, 2008 - November 30, 2008

Banker	Date	Description	Hours
Cory Shamis	11/24/2008	Call with advisors	2.75
fames Boyd	11/24/2008	Advisor Call	1.00
lames Boyd	11/24/2008		2.00
James Boyd	11/24/2008		1.00
Matthew Rush	I 1/24/2008		1.00
Matthew Rush	11/24/2008	Call with Rothschild	1.50
Matthew Rush	11/24/2008	Advisor Call	1.00 2.75
Michael Henkin		Call with committee advisors and counsel	2.73
Michael Henkin	11/24/2008		2.75
Nathan Brawn	11/24/2008		7.00
Nathan Brawn	11/24/2008		3.00
Nathan Brawn	11/24/2008	· · · · · · · · · · · · · · · · · · ·	1.00
Richard Klein		Call with counsel	0.50
Richard Klein	11/24/2008		1.00
Richard Klein	11/24/2008		1.00
Richard Klein	11/24/2008		1.50
Richard Klein		Call with committee Review of court filings	2.00
Richard Klein		Advisor Call	2.00
Steve Tricarico	11/24/2008		2.75
Vishal Gupta	11/24/2008		4.75
Vishal Gupta	11/25/2008	and the second s	2.00
Adam Steinberg Adam Steinberg	11/25/2008		1.00
Adam Steinberg	11/25/2008	Review of due diligence materials	2.00
Adam Steinberg	11/25/2008	Communication with Company / Committee Advisors, Jefferies team	4.00
Cory Shamis	11/25/2008		2.75
Cory Shamis		Call with Jefferies team	0.25
Cory Shamis	11/25/2008		1.75
Cory Shamis	11/25/2008	Call with committee, debtor	2.00
James Boyd	11/25/2008	Committee Call	2.00
James Boyd	11/25/2008	Call with Debtor	2.00
Maithew Rush		Committee Call	1.00
Matthew Rush	11/25/2008	Call with Debtor	2.00
Michael Henkin	11/25/2008	Call with counsel, advisors	2.25
Michael Henkin	11/25/2008	Call with advisors; document review	2.75
Michael Henkin	11/25/2008		0.50
Michael Henkin	11/25/2008	Document / plan review; calls with Jefferies team (internal)	1.75
Michael Henkin	11/25/2008	Calls with committee, advisors, debtor	2.25
Nathan Brawn	11/25/2008	Administrative	1.00
Nathan Brawn	11/25/2008		2.00
Nathan Brawn	11/25/2008	Work on Committee presentation	5.00
Nathan Brawn	11/25/2008		4.50
Nathan Brawn	11/25/2008		1.00
Nathan Brawn	11/25/2008	Financial analysis - Debtor advisor fee analysis	3.00 4.50
Richard Klein	11/25/2008		1.00
Richard Klein	11/25/2008	Financials review	0.50
Richard Klein		Document review	2.00
Steve Tricarico		Committee Call	4.50
Vishal Gupta	11/25/2008	Call with advisors, counsel	0.50
Vishal Gupta		Internal call	1.75
Vishal Gupta		Internal calls, agenda review	0.50
Adam Steinberg	11/26/2008	Communication with Company Advisors Communication with Committee Advisors	3.00
Adam Steinberg	11/26/2008	Review of draft committee communication	3.00
Adam Steinberg	11/26/2008 11/26/2008	Administrative (conflict check)	0.50
Adam Steinberg			4.00
Adam Steinberg	11/26/2008	Review of Debtor fee comps Work on presentation materials	4.50
Cory Shamis	11/26/2008 11/26/2008	Presentation / analysis review	2.00
Cory Shamis	11/26/2008	Document / presentation review	2.00
Michael Henkin Nathan Brawn	11/26/2008	Work on Committee presentation————————————————————————————————————	2.00
	1112012000	v.u presentation presentation	
Nathan Brawn	11/26/2008	Administrative (conflict check)	0.50

Jefferies & Company, Inc. November 18, 2008 - November 30, 2008

Banker	Date	Description	Hours
Vishal Gupta	11/26/2008	Work on presentation	6.50
Cory Shamis	11/27/2008	Work on presentation materials	3.00
Richard Klein	11/27/2008	Presentation review	1.50
Vishal Gupta	11/27/2008	Work on presentation	3.00
Adam Steinberg	11/28/2008	Review of court filings	2.00
Adam Steinberg	11/28/2008	Jefferies team internal call	0.50
Cory Shamis	11/28/2008	Presentation / analysis review	1.50
Cory Shamis	11/28/2008	Internal call with Jefferies team	0.50
Michael Henkin	11/28/2008	Document / presentation review; calls with Jefferies team (internal)	1.50
Nathan Brawn	11/28/2008	Review of court filings	2.00
Nathan Brawn	11/28/2008	Internal call	0.50
Richard Klein	11/28/2008	Draft DIP changes	1.50
Richard Klein	11/28/2008	Jefferies team internal call	0.50
/ishal Gupta	11/28/2008	Work on presentation	1.50
/ishal Gupta	11/28/2008	Internal call	0.50
Adam Steinberg	11/29/2008	Review of court filings	2.00
Aichael Henkin	11/29/2008	Document review; communication with Jefferies team, advisors	1.00
Nathan Brawn	11/29/2008	Review of court filings	1.50
Richard Klein	11/29/2008	Review of fee changes	0.50
Richard Klein	11/29/2008	Review of DIP changes	1.00
Richard Klein	11/29/2008	Review of advisor division of responsibilities	1.00
/ishal Gupta	11/29/2008	Work on presentation	3.00
Adam Steinberg	11/30/2008	Review of DIP facility	1.00
ames Boyd	11/30/2008	M&A Process Update Call	3.00
Matthew Rush	11/30/2008	M&A Process Update Call	2.00
Michael Henkin	11/30/2008	Communication with Jefferies team; document review	1.50
Richard Klein	11/30/2008	Review of DIP changes	0.50
Richard Klein	11/30/2008	Review of fee changes	1.00
Richard Klein	11/30/2008	Call with advisors	1.00
Steve Tricarico	11/30/2008	M&A Process Update Call	2.00
Vishal Gupta	11/30/2008	Work with team to prepare fee comps analyses	1.50
•		TOTAL	359.50



Jefferies & Company, Inc. 520 Madison Avenue, 17th Floor New York, New York 10022 tel (212) 284-2550 fax (212) 284-2540 www.jefferies.com

Circuit City Stores, Inc. Attn: James Marcum & Reginald D. Hedgebeth 9950 Mayland Drive Richmond, Virginia 23233

Skadden, Arps, Slate, Meagher, & Flom LLP Attn: Gregg M. Galardi, Esq. One Rodney Square, P.O. Box 636 Wilmington, Delaware 19899

McGuireWoods LLP Attn: Dion W. Hayes, Esq. One James Center 901 E. Cary Street Richmond, Virginia 23219

The Office of the United States Trustee for the Eastern District of Virginia Attn: Robert B. Van Arsdale 701 East Broad Street, Suite 4304 Richmond, Virginia 23219

Pachulski Stang Ziehl & Jones LLP Attn: Jeff Pomerantz, Esq. 10100 Santa Monica Boulevard, 11th Floor Los Angeles, California 90067-4100

Re: Order Granting Motion to Authorize Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation (Docket No. 830)

Pursuant to the above referenced order, please find enclosed the second Monthly Statement covering the period of December 18, 2008 through January 17, 2009 for Jefferies & Company, Inc.

If you have any questions, please contact Michael Henkin (415-229-1426) or Rich Klein (212-708-2733).

Regards,

Jefferies & Company, Inc.

Jefferies & Company, Inc. March 12, 2009 Page 2

Re:

Circuit City Stores, Inc. et al (collectively the "Debtors")

Bankruptcy Case No. 08-35653

Jefferies & Company, Inc.

Monthly Statement - December 18, 2008 - January 17, 2009

Gentlemen:

Jefferies & Company, Inc. ("Jefferies") submits the annexed statement of fees and expenses for the period of December 18 2008 – January 17, 2009 (the "Compensation Period") as Financial Advisors for the Official Committee of Unsecured Creditors in accordance with the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order").

The total amount of fees and expenses for Jefferies on this statement cover the period December 18, 2008 through January 17, 2009, is \$209,497.09, which consists of fees in the amount of \$200,000.00 and expenses in the amount of \$9,497.09. Pursuant to the Interim Compensation Order, Jefferies requests payment from the Debtors in the total amount of \$179,497.09, representing 85% of the total monthly fees in the amount of \$170,000.00 plus the total monthly expenses in the amount of \$9,497.09.

All amounts sought herein are consistent with the Court's approval authorizing the employment of Jefferies & Company, Inc. as financial advisor to the Official Committee of Unsecured Creditors Retroactive to November 18, 2008, reflected on the Court's docket as of January 16, 2009 (Docket #1682).

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Dated:

New York, NY March 12, 2009

Jefferies & Company, Inc.

Richard Klein

Senior Vice President

Jefferies & Company, Inc.

520 Madison Ave., 17th Fl.

New York, NY 10022

Tel: (212) 708-2733 Fax: (212) 284-2540

¹ The Interim Compensation Order requires that 15% of fees be held back (the "Holdback") and for approval of the Holdback to be sought through a formal fee application to be filed with the Court.

		Jener Letterie & Company		efferies 🖾
		·	52	0 Mudison Avenue th Floor
			No.	:w York, NY 10022
				INVOICE
	ımber: 7420 ate: 3/12/2009			
Reference Terms: Im	#: CIR86700IB			
		d Continue		
of Circuit	ommittee of the Uni City Stores, Inc.	secured Creditors		
9950 Mayl Richmond	and Drive , Virginia 23233			
	,			
Attention:				
	Chairperson			
Re:	Advisory Services			
For serv	ices rendered in	accordance with our engagement letter dated November 18, 2008		
TOI SELV	ices rendered in	and deliver that deliver suggestion to the second s		
			•	
		Monthly Fee:		\$200,000.
		December 18, 2008 - January 17, 2009 15% Holdback		\$30,000.
		Total Fee		\$170,000.
		Expenses:		
		Accommodations		\$1,155
		Financial Research		\$20.
		Meals		\$996. \$24.
		Phone/Fax		\$24. \$13.
		Shipping Charges		\$6,281
		Transportation - Air Transportation - Ground		\$1,006
		Total Expenses		\$9,497
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•				
				TOTAL DUP
				TOTAL DUE \$179,49
Payment	Detalls			
•		Wire Instructions	Check Payment Instruction	<u>s</u>
		Bank of New York	Jefferles & Company, Inc	
		ABA #021000018	11100 Santa Monica Blvd. 12th Floor	
		A/C: Jefferies & Company, Inc. A/C: #890-065-2772	Los Angeles, CA 90025	
		CIR867-7420-Circuit City		

Jefferies & Company, Inc.

Summary of Hours Worked December 1, 2008 - December 31, 2008

Name	Position Position	Hours Worked
Michael Henkin	Managing Director, Recapitalization and Restructuring Group	99.00
Steve Tricarico	Managing Director, Consumer Group	46.50
Richard Klein	Senior Vice President, Recapitalization and Restructuring	77.00
Matthew Rush	Vice President, Consumer Group	34.00
Adam Steinberg	Vice President, Recapitalization and Restructuring Group	68.75
Nathan Brawn	Analyst, Recapitalization and Restructuring Group	94.75
Vishal Gupta	Analyst, Recapitalization and Restructuring Group	108.25
Cory Shamis	Analyst, Generalist	72.25
James Boyd	Analyst, Consumer Group	43.00
	Total	643.50

Other Jefferies professionals who participated but do not keep hours:

Justin Despirito Legal Counsel Patrick Morrow Paralegal

Jefferies & Company, Inc. December 1, 2008 - December 31, 2008

anker	Date	Description	Hours
Adam Steinberg	12/1/2008	Various administrative regarding travel, coordinating schedules	1.00
Adam Steinberg	12/1/2008	Communication with Debtors advisors	0.50
Adam Steinberg	12/1/2008	Call with Counsel	2.00
-	12/1/2008	Committee Call	2.00
dam Steinberg	12/1/2008	Review of draft liquidation analysis; Call with Jefferies team	1.50
dam Steinberg		Call with advisors	1.00
Cory Shamis	12/1/2008		2.00
Cory Shamis	12/1/2008	Call with committee	0.50
Cory Shamis	12/1/2008	Call with internal Jefferies team	8.00
ames Boyd	12/1/2008	SG&A Analysis	1.00
ames Boyd	12/1/2008	DIP Fee Call	2.50
ames Boyd	12/1/2008	Committee Call	
latthew Rush	12/1/2008	DIP Fee Call	1.00
atthew Rush	12/1/2008	Committee Call	1.50
ichael Henkin	12/1/2008	Agenda review; memo/e-mail review	2.00
ichael Henkin	12/1/2008	Call with counsel, advisors, internal team	1.00
ichael Henkin	12/1/2008	Document review	1.50
ichael Henkin	12/1/2008	Call with committee	2.00
athan Brawn	12/1/2008	Administrative	1.00
nthan Brawn	12/1/2008	Review of Committee presentation	0.50
athan Brawn	12/1/2008	Call with Counsel	2.00
ithan Brawn	12/1/2008	Committee Call	2.00
athan Brawn	12/1/2008	Review of draft liquidation analysis; Call with Jefferies team	2.50
chard Klein	12/1/2008	Review of counsel materials	1.50
chard Klein	12/1/2008	Call with counsel	2.00
chard Klein	12/1/2008	Call with committee	2.00
chard Klein	12/1/2008	Call with Jefferies team	0.50
chard Klein	12/1/2008	Review of retention documents	1.00
eve Tricarico	12/1/2008	Committee Call	2.50
shal Gupta	12/1/2008	Call with advisors	1.00
•	12/1/2008	Call with committee	2.00
ishal Gupta	12/1/2008	Call with internal Jefferies team	0.50
shal Gupta		Meeting with Company & Company advisors to conduct diligence	3.00
dam Steinberg	12/2/2008		2.00
lam Steinberg	12/2/2008	Review of financial projections	0.50
dam Steinberg	12/2/2008	Jefferies call for presentation	2.00
ory Shamis	12/2/2008	Call with advisors	0.50
ory Shamis	12/2/2008	Internal call	7.00
atthew Rush	12/2/2008	Diligence Session with CFO	1.25
ichael Henkin	12/2/2008	Liquidation / DIP / fee analysis review	
ichael Henkin	12/2/2008	Work on presentation; correspondence review	3.50
ichael Henkin	12/2/2008	Call with company, advisors	1.25
than Brawn	12/2/2008	Meeting with Company & Company advisors to conduct diligence	3.00
than Brawn	12/2/2008	Jefferies internal team call	0.50
ithan Brawn	12/2/2008	Review of financial projections and Rothschild Analysis	3.00
chard Klein	12/2/2008	Presentation review	2.00
chard Klein	12/2/2008	Discussion with Jefferies team on presentation materials	0.50
chard Klein	12/2/2008	Review of fee proposals	1.00
eve Tricarico	12/2/2008	M&A Process	3.00
shal Gupta	12/2/2008	Internal call re: presentation	0.50
shal Gupta	12/2/2008	Work on presentation	2.00
shal Gupta	12/2/2008	Travel from SF to Richmond (overnight)	9.00
shal Gupta	12/2/2008	Meeting with debtor, advisors on-site	8.00
lam Steinberg	12/3/2008	Worked on presentation to committee	8.00
ry Shamis	12/3/2008	Work on presentation materials / analysis	7.00
ichael Henkin	12/3/2008	Document / presentation review	2.00
		Travel from NYC to Washington DC	5.25
ichael Henkin	12/3/2008	Work on Committee presentation & internal call	9.00
than Brawn	12/3/2008	Presentation review	1.00
chard Klein	12/3/2008	• • • • • • • • • • • • • • • • • • • •	0.50
chard Klein	12/3/2008	Discussion with Jefferies team on presentation materials	2.50
chard Klein	12/3/2008	Review of fee proposals	
chard Klein chard Klein	12/3/2008	Presentation & document review	-3.00 2.00
	12/3/2008		

Jefferies & Company, Inc. December 1, 2008 - December 31, 2008

anker	Date	Description	Hours
/ishal Gupta	12/3/2008	Work on presentation / analysis	6.00
/ishal Gupta	12/3/2008	Travel from Richmond to Washington DC	3.00
/ishal Gupta	12/3/2008	Work on analysis and presentation and internal call	4.00
Adam Steinberg	12/4/2008	Committee Mtg, Discussion with debtor's advisors, financial analysis	13.50
Cory Shamis	12/4/2008	Administrative	4.00
Cory Shamis	12/4/2008	Advisor fee analysis	2.00
•	12/4/2008	Meeting with committee, advisors, negotiations	8.00
Cory Shamis	12/4/2008	Committee Call	4.50
ames Boyd	12/4/2008	Committee Call	4.50
Antihew Rush	12/4/2008	Meetings with committee and debtor	13.00
lichael Henkin	12/4/2008	Committee mtg, Discussion with debtor's advisors, financial analysis	9.50
lathan Brawn		Meeting with committee	5.00
ichard Klein	12/4/2008	Fee negotiations with advisors	1.00
ichard Klein	12/4/2008		3.00
ichard Klein	12/4/2008	Travel	12.00
leve Tricarico	12/4/2008	Committee Call, Preparation	4.00
ishal Gupta	12/4/2008	Administrative	12.00
'ishal Gupta	12/4/2008	Committee meeting; fee comps analysis work	0.50
dam Steinberg	12/5/2008	Email communication with deal team members (including advisors)	0.50
dam Steinberg	12/5/2008	Review of Rothschild fee settlement	1.00
dam Steinberg	12/5/2008	Financial Analysis	1.00
dam Steinberg	12/5/2008	Various administrative	1.00
ory Shamis	12/5/2008	Document review	9.00
lichael Henkin	12/5/2008	Travel from Washington DC to SF; document review	
athan Brawn	12/5/2008	Review of Industry News	2.50
athan Brawn	12/5/2008	Review of Rothschild fee settlement	0.50
athan Brawn	12/5/2008	Administrative	1.00
ichard Klein	12/5/2008	Review of DIP documents	1.00
ichard Klein	12/5/2008	Review and comments on retention documents	1.50
ichard Klein	12/5/2008	Fee negotiations with advisors	0.50
eve Tricarico	12/5/2008	M&A Process Call	2.00
ishal Gupta	12/5/2008	Travel from Washington DC to SF	9.00
•	12/5/2008	Document updates	1.00
ishal Gupta	12/6/2008	Work / review of DIP; communications with counsel, Jefferies team	2.00
lichael Henkin	12/8/2008	Calls with advisors, counsel	2.00
dam Steinberg	12/8/2008	Call with advisors and counsel	2.00
fory Shamis	12/8/2008	Document review; communication with counsel	1.75
fichael Henkin	12/8/2008	Communication with counsel, Jefferies team; document review	2.00
fichael Henkin		Calls with advisors, counsel	2.00
lathan Brawn	12/8/2008	Calls with advisors, counsel	2.00
ichard Klein	12/8/2008	Related news review	1.00
ichard Klein	12/8/2008		0.50
ichard Klein	12/8/2008	Review of retention documents	2.00
ishal Gupta	12/8/2008	Calls with advisors, counsel	2.00
dam Steinberg	12/9/2008	Committee call	2.00
ory Shamis	12/9/2008	Call with committee	2.00
imes Boyd	12/9/2008	Committee Call	2.00
lichael Henkin	12/9/2008	Analysis review	1.50
Iichael Henkin	12/9/2008	Call with committee	2.00
athan Brawn	12/9/2008	Committee call	2.00
ichard Klein	12/9/2008	Call with committee	
leve Tricarico	12/9/2008	Committee Call	1.00
ishal Gupta	12/9/2008	Call with committee	2.00
dam Steinberg	12/10/2008	Committee calls	2.25
ory Shamis	12/10/2008	Call with committee	1.75
ory Shamis	12/10/2008	Call with advisors	0.75
ames Boyd	12/10/2008		2.00
•	12/10/2008		2.00
Matthew Rush	12/10/2008	the state of the s	3.00
Michael Henkin	12/10/2008		2.00
Vathan Brawn	12/10/2008		0.50
Richard Klein		·	
Richard Klein	12/10/2008	- · · · · · · · · · · · · · ·	0.50
Richard Klein	12/10/2008	Lan with Jenenes team	0.50

Jefferies & Company, Inc. December 1, 2008 - December 31, 2008

Sauker	Date	Description	Hour
ishal Gupta	12/10/2008	Call with committee	1.50
ishal Gupta	12/10/2008	Call with advisors, counsel	0.75
dam Steinberg	12/11/2008	Call with Professionals	1.50
dam Steinberg	12/11/2008	Call with Counsel	1.50
ory Shamis	12/11/2008		1.00
ory Shamis	12/11/2008		1.50
ory Shamis		Call with counsel	1.50
mes Boyd	12/11/2008		3.00
mes Boyd	12/11/2008		2.00
ichael Henkin	12/11/2008	Calls with advisors, Jefferies team	1.50
ichael Henkin	12/11/2008	Calls with counsel; work on documents	1.50
uthan Brawn	12/11/2008		1.50
than Brawn	12/11/2008	Call with Committee Counsel	1.50
chard Klein	12/11/2008		1.00
	12/11/2008	Correspondence with counsel; draft documentation	1.00
chard Klein	12/11/2008		2.50
chard Klein	12/11/2008		0.50
chard Klein	12/11/2008	M&A Process Update Call	2.00
eve Tricarico	12/11/2008	•	1.00
shal Gupta	12/11/2008	Call with advisors	1.50
shal Gupta	12/11/2008	Call with counsel	1.50
shal Gupta	12/11/2008	Committee Call	3.50
dam Steinberg	12/12/2008	Calls with banks, debtor, committee	3.50
ory Shamis	12/12/2008	Call with Lenders	3.00
mes Boyd	12/12/2008	Committee Call prep	1.00
mes Boyd	12/12/2008	Committee Call	2.50
mes Boyd	12/12/2008	Call with Lenders	3.00
atthew Rush	12/12/2008		0.5
atthew Rush		Committee Call	2.5
atthew Rush	12/12/2008	Call with committee; communication with committee, counsel	3.5
ichael Henkin	12/12/2008		1.5
ichael Henkin	12/12/2008		3.5
athan Brawn	12/12/2008	the state of the s	6.0
ichard Klein	12/12/2008		3.0
eve Tricarico	12/12/2008	Committee Call	4.0
ishal Gupta	12/12/2008		1.0
atthew Rush	12/13/2008	_	1.0
ichael Henkin	12/13/2008		1.0
eve Tricarico	12/13/2008		2.5
dam Steinberg	12/14/2008		0.5
ory Shamis	12/14/2008		2.0
ory Shamis	12/14/2008		1.0
ory Shamis	12/14/2008	· · · · · · · · · · · · · · · · · · ·	2.0
athan Brawn	12/14/2008		2.5
athan Brawn	12/14/2008		2.0
ichard Klein	12/14/2008		0.5
ichard Klein	12/14/2008		2.0
ishal Gupta	12/14/2008		1.7
ishal Gupta	12/14/2008		1.7
dam Steinberg	12/15/2008	Call with Professionals	
dam Steinberg	12/15/2008	Committee Call	2.0
ory Shamis	12/15/2008	Call with advisors	1.5
ory Shamis	12/15/2008		2.0
ory Shamis	12/15/2008		4.2
mcs Boyd	12/15/2008		0.5
mes Boyd	12/15/2008	Committee Call prep	0.5
mes Boyd	12/15/2008	Committee Call	2.0
atthew Rush	12/15/2008	Advisor Call	0.5
latthew Rush	12/15/2008		0.5
latthew Rush	12/15/2008		2.0
lichael Henkin	12/15/2008		
lichael Henkin	12/15/2008	and the second s	1.2
ichael Henkin	12/15/2008		1.3

Jefferies & Company, Inc. December 1, 2008 - December 31, 2008

Banker	Date	Description	Hour
Michael Henkin	12/15/2008	Calls with committee and Jefferies team	2.00
Nathan Brawn	12/15/2008	Financial analysis - Advisor fee comparables	6.00
Valhan Brawn	12/15/2008	Call with Committee Professionals	1.25
Vathan Brawn	12/15/2008	Call with Committee	2.00
Valhan Brawn	12/15/2008	Review of financial analysis	2.00
tichard Klein	12/15/2008	Call with advisors	0.50
Richard Klein	12/15/2008	Call with sub-committee	0.50
Richard Klein	12/15/2008	Call with committee	1.00
Richard Klein	12/15/2008	Financials review	0.50
	12/15/2008	Calls with advisors	0.50
Richard Klein	12/15/2008	Review of DIP analysis and discussions	2.00
Richard Klein	12/15/2008	Committee Call	2.00
Steve Tricarico	12/15/2008	Committee call	2.00
Vishal Gupta		Call with advisors	0.75
Vishal Gupta	12/15/2008	Work on DIP comps	4.25
/ishal Gupta	12/15/2008		1.00
Adam Steinberg	12/16/2008	Call with Professionals	1.00
Adam Steinberg	12/16/2008	Review of correspondence on DIP / Court Filings	3.50
Cory Shamis	12/16/2008	DIP analysis	1.00
Cory Shamis	12/16/2008	Call with committee	1.50
lames Boyd	12/16/2008	Committee Call	1.00
Matthew Rush	12/16/2008	Committee Call	1.00
Michael Henkin	12/16/2008	Document review; communication with counsel and Jefferies team	1.00
Michael Henkin	12/16/2008	Call with committee; communication with counsel, advisors	1.00
Nathan Brawn	12/16/2008	Call with Committee Professionals	6.00
Nathan Brawn	12/16/2008		1.00
Nathan Brawn	12/16/2008	Review of DIP filings	1.00
Richard Klein	12/16/2008	Calls with committee and advisors	0.50
Richard Klein	12/16/2008	Correspondence with advisors	
Richard Klein	12/16/2008		1.00
Richard Klein	12/16/2008	Review of retention documents	2.0
Richard Klein	12/16/2008	Review of fee proposals	3.00
Steve Tricarico	12/16/2008	Committee Call	1.50
Vishal Gupta	12/16/2008	Work on DIP comps	3.50
Vishai Gupta	12/16/2008	Call with committee	1.00
Adam Steinherg	12/17/2008	and the second s	1.00
Cory Shamis	12/17/2008		4.5
Michael Henkin	12/17/2008		1.5
	12/17/2008	and the second s	1.0
Nathan Brawn	12/17/2008		2.0
Nathan Brawn	12/17/2008		1.0
Steve Tricarico	12/17/2008		6.7
Vishal Gupta	12/18/2008		2.7
Michael Henkin	12/18/2008		2.0
Michael Henkin	12/18/2008	to the Year Commission of the	1.2
Michael Henkin		· ·	3.0
Steve Tricarico	12/18/2008		0.7
Cory Shamis	12/19/2008		1.5
Michael Henkin	12/19/2008		1.5
Steve Tricarico	12/19/2008		0.7
Vishal Gupta	12/19/2008	Work on real estate advisor comps and discuss with team	3.0
Michael Henkin	12/21/2008		1.0
Adam Steinberg	12/22/2008		0.5
Adam Steinberg	12/22/2008		2.0
Adam Steinberg	12/22/2008		2.0
Cory Shamis	12/22/2008	and the second s	
Cory Shamis	12/22/2008		1.0
Cory Shamis	12/22/2008		1.0
James Boyd	12/22/2008	Intertan process call	1.0
James Boyd	12/22/2008		1.0
Matthew Rush	12/22/2008		1.0
Matthew Rush	- 12/22/2008		
Matthew Rush	12/22/2008		1.0
Michael Henkin	12/22/2008		1.5

Jefferies & Company, Inc. December 1, 2008 - December 31, 2008

	Date	Description	
anker Iichael Henkin	12/22/2008	Calls with advisors, Jefferies team, bidders	5.00
lathan Brawn	12/22/2008	Call with Professionals	1.75
lathan Brawn	12/22/2008	Financial analysis - Real Estate comparables	4.00
ichard Klein	12/22/2008	Call with Professionals	2.00
eve Tricarico	12/22/2008	Intertan process call	2.00
ishal Gupta	12/22/2008	Work on real estate comps analysis	2.00
ishal Gupta	12/22/2008	Internal call	1.00
ishal Gupta	12/22/2008	Call with advisors	1.00
dam Steinberg	12/23/2008	Review of Real Estate analysis	1.00
dam Steinberg	12/23/2008	Call with Committee	1.50
ory Shamis	12/23/2008	Call with committee	1.50
mes Boyd	12/23/2008	Committee Call prep	0.50
mes Boyd	12/23/2008	Committee Call	1.50
atthew Rush	12/23/2008	Committee Call prep	0.50
atthew Rush	12/23/2008	Committee Call	1.50
ichael Henkin	12/23/2008		0.75
ichael Henkin	12/23/2008		1.50
athan Brawn	12/23/2008	Work on preliminary vendor term sheet	1.50
athan Brawn	12/23/2008		1.50
ichard Klein	12/23/2008	Calls with committee	2.50
eve Tricarico	12/23/2008	Committee Call	3.00
ishal Gupta	12/23/2008	Call with committee, advisors	1.50
dam Steinberg	12/26/2008	Call with Jefferies team	0.50
ory Shamis	12/26/2008	Call with Jefferies team	0.50
ichael Henkin	12/26/2008	Document review; internal call with Jefferies team	1.00
athan Brawn	12/26/2008	Call with Jefferies team	0.5
ichard Klein	12/26/2008	Correspondence with counsel	0.5
ichard Klein	12/26/2008	Call with Jefferies team	0.5
ichard Klein	12/26/2008	Document review	0.5
ishal Gupta	12/26/2008	Call with Jefferies team	0.5
dam Steinberg	12/27/2008		1.0
ory Shamis	12/27/2008		1.0
athan Brawn	12/27/2008		1.0
athan Brawn	12/27/2008	Financial analysis - Real Estate comparables	3.5
ichard Klein	12/27/2008		1.0
ishal Gupta	12/27/2008	Call with Jefferies team (internal)	1.0
dam Steinberg	12/29/2008		1.2
ory Shamis	12/29/2008	Call with advisors	1.2
ames Boyd	12/29/2008	Process call with Rothschild	3.0
latthew Rush	12/29/2008		2.0
lichael Henkin	12/29/2008	Calls with counsel, Jefferies team	1.2
athan Brawn	12/29/2008		2.5
athan Brawn	12/29/2008		1.2
ichard Klein	12/29/2008	Call with advisors	1.0
ichard Klein	12/29/2008		1.0 0.5
ichard Klein	12/29/2008		
eve Tricarico	12/29/2008		3.0
ishal Gupta	12/29/2008		1.2
dam Steinberg	12/30/2008	Communication with Jefferies team and counsel	1.5
ory Shamis	12/30/2008		1.0
lichael Henkin	12/30/2008	Communication with Jefferies and counsel	1.7
athan Brawn	12/30/2008		1.0
ichard Klein	12/30/2008		1.5
	12/30/2008	Communication with counsel, internal	1.0
ishal Gupta	12/30/2000	Document review; communication with Jefferies team	3.0



Jefferies & Company, Inc. 520 Madison Avenue, 17th Floor New York, New York 10022 tel (212) 284-2550 fax (212) 284-2540 www.jefferies.com

Circuit City Stores, Inc. Attn: James Marcum & Reginald D. Hedgebeth 9950 Mayland Drive Richmond, Virginia 23233

Skadden, Arps, Slate, Meagher, & Flom LLP Attn: Gregg M. Galardi, Esq. One Rodney Square, P.O. Box 636 Wilmington, Delaware 19899

McGuireWoods LLP Attn: Dion W. Hayes, Esq. One James Center 901 E. Cary Street Richmond, Virginia 23219

The Office of the United States Trustee for the Eastern District of Virginia Attn: Robert B. Van Arsdale 701 East Broad Street, Suite 4304 Richmond, Virginia 23219

Pachulski Stang Ziehl & Jones LLP Attn: Jeff Pomerantz, Esq. 10100 Santa Monica Boulevard, 11th Floor Los Angeles, California 90067-4100

Re: Order Granting Motion to Authorize Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation (Docket No. 830)

Pursuant to the above referenced order, please find enclosed the third Monthly Statement covering the period of January 18, 2009 through January 31, 2009 for Jefferies & Company, Inc.

If you have any questions, please contact Michael Henkin (415-229-1426) or Rich Klein (212-708-2733).

Regards,

Jefferies & Company, Inc.

Jefferies & Company, Inc. March 12, 2009 Page 2

Re:

Circuit City Stores, Inc. et al (collectively the "Debtors")

Bankruptcy Case No. 08-35653

Jefferies & Company, Inc.

Monthly Statement - January 18, 2009 - January 31. 2009

Gentlemen:

Jefferies & Company, Inc. ("Jefferies") submits the annexed statement of fees and expenses for the period of January 18, 2009 - January 31, 2009 (the "Compensation Period") as Financial Advisors for the Official Committee of Unsecured Creditors in accordance with the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order").

The total amount of fees and expenses for Jefferies on this statement cover the period January 18, 2009 through January 31, 2009, is \$114,312.60, which consists of fees in the amount of \$90,322.58 and expenses in the amount of \$23,990.02. Pursuant to the Interim Compensation Order, Jefferies requests payment from the Debtors in the total amount of \$100,764.21, representing 85% of the total monthly fees in the amount of \$76,774.19 plus the total monthly expenses in the amount of \$23,990.02.

All amounts sought herein are consistent with the Court's approval authorizing the employment of Jefferies & Company, Inc. as financial advisor to the Official Committee of Unsecured Creditors Retroactive to November 18, 2008, reflected on the Court's docket as of January 16, 2009 (Docket #1682).

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Dated:

New York, NY March 12, 2009

Jefferies & Company, Inc.

Richard Klein

Senior Vice President Jefferies & Company, Inc. 520 Madison Ave., 17th Fl.

New York, NY 10022 Tel: (212) 708-2733 Fax: (212) 284-2540

¹ The Interim Compensation Order requires that 15% of fees be held back (the "Holdback") and for approval of the Holdback to be sought through a formal fee application to be filed with the Court.

			Jene Iefferies & Co	eries 🖾
			520 Madison 12th Floor	Venue
			New York, N	
			INVOIC	E
Invoice Nu	mber: 7447 e: 3/12/2009			
Reference	#: CIR86700IB			
Terms: Imn				
	mmittee of the Un: City Stores, Inc.	secured Creditors		
9950 Mayla	ind Drive			
Hichmona,	Virginia 23233			
Attention:	Ramona Neal			
	Chairperson			
Re:	Advisory Services			
		The state of the s	2008	
For servi	ces rendered in	accordance with our engagement letter dated November 18	, 2005	
				•
		Monthly Fee:		\$90,322
		January 18, 2009 - January 31, 2009		1,13,548
		15% Holdback Total Fee		\$76,774
		Expenses: Accommodations		\$2,897
		Financial Research		\$333
		Legal Services		\$10,847 \$1,339
		Meals		\$403
		Phone/Fax		, \$304
		Printing Cost Transportation - Air		\$6,368
•		Transportation - Ground		\$2,577
		Grediting from November & December Involces		\$1,082 \$23,990
		Total Expenses		\$23,990
				•
:				
		and the second of the second o	· · · · · · · · · · · · · · · · · · ·	
			TOT	AL DUE \$100,76
_	B 4.11.			
Payment	Details		Check Payment Instructions	
		Wire Instructions	Jefferles & Company, Inc.	
		Bank of New York ABA #021000018	11100 Santa Monica Blvd. 12th Floor	
		A/C: Jefferles & Company, Inc. A/C: #890-065-2772	Los Angeles, CA 90025	
D-4:		CIR867-7447-Circuit City		
Reference	; 0 ;	Ontotal state and and an		

Jefferies & Company, Inc.

Summary of Hours Worked January 1, 2009 - January 31, 2009

Name	Position Panuary 1, 2009 - January 31, 2009	Hours Worked
Michael Henkin	Managing Director, Recapitalization and Restructuring Group	79.00
Steve Tricarico	Managing Director, Consumer Group	41.00
Richard Klein	Senior Vice President, Recapitalization and Restructuring	71.75
Matthew Rush	Vice President, Consumer Group	19.50
Adam Steinberg	Vice President, Recapitalization and Restructuring Group	43.50
Nathan Brawn	Analyst, Recapitalization and Restructuring Group	52.50
Vishal Gupta	Analyst, Recapitalization and Restructuring Group	45.75
Cory Shamis	Analyst, Generalist	10.00
James Boyd	Analyst, Consumer Group	21.00
	Total	384.00

Other Jefferies professionals who participated but do not keep hours:

Justin Despirito Legal Counsel Patrick Morrow Paralegal

Jefferies & Company, Inc. January 1, 2009 - January 31, 2009

Banker	Date	Description	Hou
Richard Klein	1/1/2009	Review of correspondence with committee members	0.50
Adam Steinberg	1/2/2009	Call with Professionals for the Committee	1.0
Cory Shamis	1/2/2009	Call with advisors, counsel	1.00
James Boyd	1/2/2009	Advisor Call	1.0
Viatthew Rush	1/2/2009	Advisor Call	1.0
Michael Henkin	1/2/2009	Calls with Jefferies team, advisors, counsel	1.0
Michael Henkin	1/2/2009	Document / motions review	1.7
Vathan Brawn	1/2/2009	Call with professionals for committee	1.0
Richard Klein	1/2/2009	Review of correspondence with committee members	0.5
Richard Klein	1/2/2009	Draft documentation for committee	1.0
Richard Klein	1/2/2009	Call with advisors	1.0
Richard Klein	1/2/2009	Review of court filings and procedures	2.0
Steve Tricarico	1/2/2009	Advisor Call	1.0
	1/2/2009	Call with advisors	1.0
Vishal Gupta	1/3/2009	Call with Professionals, Jefferies team	2.0
Adam Steinberg	1/3/2009	Calls with counsel, Jefferies team	2.5
Vichael Henkin	1/3/2009	Call with advisors, Jefferies team	2.0
Nathan Brawn	1/3/2009	Calls with counsel, internal, advisors	2.5
Richard Klein	1/3/2009	Calls with counsel, internal, advisors	2.5
Vishal Gupta		Call with Rothschild regarding sales process	1.5
Adam Steinberg	1/4/2009	Calls with counsel, advisors, Jefferies team	2.:
Michael Henkin	1/4/2009	Worked on documentation; communication with committee / team	1.5
Michael Henkin	1/4/2009		1.
Nathan Brawn	1/4/2009	Call with professionals	2.
Richard Klein	1/4/2009	Calls with advisors M&A Process Diligence	2.
Steve Tricarico	1/4/2009		2.
Jishal Gupta	1/4/2009	Calls with advisors	1.
Adam Steinberg	1/5/2009	Call with Professionals	1
Cory Shamis	1/5/2009	Call with committee	1.
lames Boyd	1/5/2009	Committee Call	0.
Matthew Rush	1/5/2009	Committee Call prep	1.
Matthew Rush	1/5/2009	Committee Call	1.
Michael Henkin	1/5/2009	Communication with Jefferies team; bid review	0.
Michael Henkin	1/5/2009	Calls with advisors, Jefferies team, bidder advisors	1.
Nathan Brawn	1/5/2009	Call with professionals	i
Nathan Brawn	1/5/2009	Calls with Committee members	0
Nathan Brawn	1/5/2009	Review of 503(b)(9) claims analysis	2
Richard Klein	1/5/2009	Review of committee call materials	1
Richard Klein	1/5/2009	Call with committee	Ó
Richard Klein	1/5/2009	Calls with advisors	1
Richard Klein	1/5/2009	Document and financials review	5
Steve Tricarico	1/5/2009	Committee Call	1
Vishal Gupta	1/5/2009	Communication with internal team and analysis review	0
Vishal Gupta	1/5/2009	Call with advisors	1
Michael Henkin	1/6/2009	Communication with counsel	
Michael Henkin	1/6/2009	Communication with committee, advisors, Jefferies team	1
Richard Klein	1/6/2009	Correspondence with advisors	(
Richard Klein	1/6/2009	Call with counsel	(
Steve Tricarico	1/6/2009	M&A Process Diligence	3
Adam Steinberg	1/7/2009	Call with Rothschild regarding sales process	2
Adam Steinberg	1/7/2009	Call with committee	3
Adam Steinberg	1/7/2009	Internal call	(
-	1/7/2009		
Cory Shamis	1/7/2009		
James Boyd	1/7/2009		(
James Boyd	1/7/2009		1
James Boyd	1/7/2009		
Matthew Rush Matthew Rush	1/7/2009		1

Jefferies & Company, Inc. January 1, 2009 - January 31, 2009

	سند سے سند	Decembring	Hours
Banker	Date	Description Committee Call	1.50
Matthew Rush	1/7/2009		2.00
Michael Henkin	1/7/2009	Calls with advisors	2.00
Michael Henkin	1/7/2009	Call with committee Document / report review; communication with advisors, counsel	0.75
Michael Henkin	1/7/2009		0.50
Nathan Brawn	1/7/2009	Review of Court filings	2.00
Nathan Brawn	1/7/2009	Call with Rothschild Call with committee	1.00
Nathan Brawn	1/7/2009	Call with Jefferies team (internal)	0.50
Nathan Brawn	1/7/2009	Financials review	1.50
Richard Klein	1/7/2009	Call with advisors	2.00
Richard Klein	1/7/2009	Call with committee	2.00
Richard Klein	1/7/2009	Rothschild update call	1.00
Steve Tricarico	1/7/2009	•	2.50
Steve Tricarico	1/7/2009	Committee Call prep Committee Call	1.50
Steve Tricarico	1/7/2009 1/7/2009	Call with advisors	2.00
Vishal Gupta		Call with committee	2.00
Vishal Gupta	1/7/2009 1/8/2009	Call with committee	2.00
Adam Steinberg	1/8/2009	Call with committee	1.00
Cory Shamis		Presentation review; calls with counsel and Jefferies team	2.50
Michael Henkin	1/8/2009	Calls with committee, advisors; presentation prep	2.00
Michael Henkin	1/8/2009	Review of Protiviti analysis	1.50
Nathan Brawn	1/8/2009 1/8/2009	Call with committee	2.00
Nathan Brawn	1/8/2009	Correspondence with advisors	0.50
Richard Klein	1/8/2009	Correspondence with Jefferies team and advisors	0.50
Richard Klein	1/8/2009	M&A Process Diligence	4.00
Steve Tricarico	1/8/2009	Call with committee	1.50
Vishal Gupta	1/9/2009	Call with Jefferies team, counsel	2.00
Adam Steinberg	1/9/2009	Calls with Jefferies team, advisors, counsel, bidders	3.00
Michael Henkin	1/9/2009	Communication with counsel, advisors	2.00
Michael Henkin	1/9/2009	Call with counsel, Jefferies team	2.00
Nathan Brawn	1/9/2009	Call with counsel, Jefferies team	2.00
Richard Klein	1/9/2009	Calls with counsel, internal, bidders	3.00
Vishal Gupta Michael Henkin	1/10/2009		2.50
	1/10/2009		4.00
Richard Klein		M&A Process Diligence	1.00
Steve Tricarico	1/11/2009		1.00
Adam Steinberg	1/11/2009		1.00
Adam Steinberg		Rothschild update call	1.50
James Boyd Matthew Rush		Rothschild update call	1.00
Michael Henkin	1/11/2009		3.50
	1/11/2009	Review bid packages; communication with counsel	1.00
Michael Henkin Nathan Brawn	1/11/2009	Call with Rothschild regarding sales process	1.00
	1/11/2009	Call with Professionals for the Committee	1.00
Nathan Brawn		Call with advisors	1.00
Richard Klein Richard Klein		Call with counsel	1.00
Richard Klein	1/11/2009		1.00
Steve Tricarico	1/11/2009	*	4.00
Vishal Gupta	1/11/2009	Calls with advisors, counsel	2.50
Adam Steinberg	1/12/2009	Call with Rothschild regarding sales process, Professionals	1.00
Adam Steinberg	1/12/2009	Committee Call	1.50
Adam Steinberg	1/12/2009		2.00
Cory Shamis	1/12/2009	*.	1.00
James Boyd	1/12/2009	· · · · · · · · · · · · · · · · · · ·	1.00
Matthew Rush	1/12/2009		1.00
-Michael-Henkin		Call with committee; document review	2.25
Michael Henkin	1/12/2009	Calls - internal, counsel	2.00

Jefferies & Company, Inc. January 1, 2009 - January 31, 2009

Sanker	Date	Description	Hours
Vathan Brawn		Committee Call	1.50
Vathan Brawn	1/12/2009	Internal calls; Work review	1.50
Richard Klein	1/12/2009	Discussion with Jefferies team on auction process	1.00
Richard Klein	1/12/2009	Calls with advisors	1.00
Richard Klein	1/12/2009	Presentation review	0.50
Richard Klein	1/12/2009	Call with bidder's advisor	0.50
Richard Klein	1/12/2009	Review of financials and court filings	0.50
Richard Klein	1/12/2009	Call with committee	1.00
Richard Klein	1/12/2009	Review of bids and financials	1.00 2.00
Steve Tricarico	1/12/2009	Model Update Call	2.00
Vishal Gupta		Call with committee	6.00
Vishal Gupta	1/12/2009	Work on liquidation / recovery analysis	2.00
Adam Steinberg		Attended auction of miscellaneous assets at Skadden	4.00
Adam Steinberg	1/13/2009		1.00
Adam Steinberg	1/13/2009	Committee Call	0.50
ames Boyd	1/13/2009		2.00
James Boyd		Committee Call	0.50
Matthew Rush	1/13/2009		2.00
Matthew Rush	1/13/2009		1.50
Michael Henkin	1/13/2009	Document review	1.25
Michael Henkin	1/13/2009	and the second s	1.00
Nathan Brawn	1/13/2009		0.50
Richard Klein		Review of bids and financials	1.00
Richard Klein	1/13/2009		1.00
Richard Klein		Attended auction	0.50
Steve Tricarico	1/13/2009		1.50
Steve Tricarico	1/13/2009	Committee Call	3.00
Vishal Gupta	1/13/2009	Work on liquidation / recovery analysis	1.25
Vishal Gupta	1/13/2009	Call with committee Work on liquidation analysis	1.00
Vishal Gupta	1/13/2009	Call with committee	1.00
Adam Steinberg	1/14/2009	Call with committee	1.00
Cory Shamis			2.00
James Boyd	1/14/2009		2.00
Matthew Rush	1/14/2009	Committee Call Call with committee	1.00
Michael Henkin	1/14/2009	Financial Analysis - Liquidator bid evaluation	7.00
Nathan Brawn	1/14/2009	Call with committee	1.00
Nathan Brawn	1/14/2009		13.0
Richard Klein	1/14/2009		2.00
Steve Tricarico	1/14/2009		1.00
Vishal Gupta	1/15/2009	Call with committee	0.7
Adam Steinberg	1/15/2009	Call with committee	1.50
Adam Steinberg	1/15/2009	Call with committee	1.5
Cory Shamis	1/15/2009		2.0
Cory Shamis	1/15/2009	Committee Call	2.0
James Boyd	1/15/2009	Committee Call	2.0
Matthew Rush Michael Henkin	1/15/2009		7.0
Michael Henkin	1/15/2009		0.7
Michael Henkin	1/15/2009	· · · · · · · · · · · · · · · · · · ·	1.5
Michael Herikin Nathan Brawn	1/15/2009	Committee Calls	2.2
	1/15/2009	Financial Analysis - Liquidator bid evaluation	6.0
Nathan Brawn	1/15/2009		15.0
Richard Klein	1/15/2009		2.0
Steve Tricarico	1/15/2009		0.7
Vishal Gupta	1/15/2009	Call with committee	1.5
Vishal Gupta	1/16/2009	Mtg with counsel, advisors; Court hearing	5.5
Adam Steinberg Adam Steinberg	1/16/2009	Calls with counsel, bid review	2.5

Jefferies & Company, Inc. January 1, 2009 - January 31, 2009

Adam Steinberg	Banker	Date	Description	Hours
Michael Henkin				1.50
Michael Henkin 1/6/2009 Travel from NYC to Richmond; court hearing prep 3.5	_	1/16/2009	Meeting with counsel, advisors; court hearing	5.50
Michael Henkin 1/16/2009 Travel from NYC to Richmond; court hearing prep 3.55 Nathan Brawn 1/16/2009 Calls with counsel, internal lefferies team 1.5 Nathan Brawn 1/16/2009 Calls with counsel, advisors at court hearing 5.5 Nathan Brawn 1/16/2009 Calls with counsel, advisors, internal 1.5 Richard Klein 1/16/2009 Calls with counsel, advisors, internal 1.5 Yishal Gupta 1/16/2009 Calls with counsel, advisors, internal 1.5 Michael Henkin 1/17/2009 Calls with counsel, advisors, internal 1.5 Steve Tricarico 1/19/2009 Travel from Richmond to SP; communications with committee 11.5 Steve Tricarico 1/20/2009 Intertan Update Call 1.0 Vishal Gupta 1/20/2009 Intertan Update Call 1.0 Vishal Gupta 1/20/2009 Intertan Update Call 1.0 Vishal Gupta 1/22/2009 Administrative 2.0 Vishal Gupta 1/23/2009 Intertan Update Call 1.0 Mathew Rush 1/25/2009 Intertan Update Call<		1/16/2009	Work on retention; calls with counsel; document review	2.50
		1/16/2009	Travel from NYC to Richmond; court hearing prep	3.50
Nathan Brawn 1/16/2009 Meeting with counsel, advisors at court hearing 5.5. Nathan Brawn 1/16/2009 Calls with counsel, internal 1.5. Nathan Brawn 1/16/2009 Calls with counsel, internal 1.5. Richard Klein 1/16/2009 Calls with counsel, advisors, internal 1.5. Call with counsel, advisors, internal 1.5. Call with advisors 1.5. Cal	***************************************	1/16/2009		1.50
Nathan Brawn 1/16/2009		1/16/2009	Meeting with counsel, advisors at court hearing	5.50
Althan Brawn		1/16/2009	Calls with counsel; bid analysis and work on presentation	2.50
Calls with counsel, advisors, internal 1.5		1/16/2009		1.50
Vishal Gupta	• • • • • • • • • • • • • • • • • • • •	1/16/2009		1.50
Travel from Richmond to SP; communications with committee 11.5			Calls with counsel, advisors, internal	1.50
Steve Tricarico 1/19/2009 Conference Call Prep 1.5	•	1/17/2009	Travel from Richmond to SF; communications with committee	11.50
1/20/2009		-		1.50
Matthew Rush 1/20/2009 Intertan Update Call 1.5			Intertan Update Call	1.00
Sieve Tricarico 1/20/2009 Intertan Update Call 1.5			Intertan Update Call	1.00
Vishal Gupta 1/20/2009 Intertan Update Call 1.0 Vishal Gupta 1/21/2009 Administrative 2.0 Vishal Gupta 1/22/2009 Administrative 2.0 Adam Steinberg 1/25/2009 Intertan Update Call 3.0 Matthew Rush 1/25/2009 Intertan Update Call 2.0 Michael Henkin 1/25/2009 Call with advisors 1.0 Nathan Brawn 1/25/2009 Call with advisors 1.0 Richard Klein 1/25/2009 Call with advisors 1.0 Richard Klein 1/25/2009 Call with advisors 1.0 Steve Tricarico 1/25/2009 Intertan Update Call 2.0 Vishal Gupta 1/25/2009 Intertan Update Call 2.0 James Boyd 1/25/2009 Intertan Update Call 2.0 James Boyd 1/26/2009 Intertan Update Call 2.0 James Boyd 1/26/2009 Intertan Update Call 2.0 Matthew Rush 1/26/2009 Intertan Update Call 2.0 Michael Henkin<		1/20/2009		1.50
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James Boyd 1/25/2009 Intertan Update Call 2.0	·	1/25/2009	Call with advisors	1.00
Matthew Rush 1/25/2009 Intertan Update Call 2.0 Michael Henkin 1/25/2009 Call with advisors 1.0 Nathan Brawn 1/25/2009 Call with advisors 1.0 Richard Klein 1/25/2009 Call with advisors 1.0 Steve Tricarico 1/25/2009 Lust advisors 1.0 Vishal Gupta 1/25/2009 Call with advisors 1.0 Adam Steinberg 1/26/2009 Call with committee 1.5 James Boyd 1/26/2009 Call with committee 1.5 James Boyd 1/26/2009 Committee Call prep 0.5 Matthew Rush 1/26/2009 Committee Call prep 0.5 Matthew Rush 1/26/2009 Call with committee 1.5 Michael Henkin 1/26/2009 Call with committee 1.5 Nathan Brawn 1/26/2009 Call with committee 1.5 Steve Tricarico 1/26/2009 Call with committee 1.6 Steve Tricarico 1/26/2009 Call with committee 1.6 James Boyd	-	1/25/2009	Intertan Update Call	3.00
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Steve Tricarico 1/25/2009 Intertan Update Call 1.05/2009 Call with advisors 1.05/2009 Call with advisors 1.05/2009 Call with committee 1.05/2009 Call with		1/25/2009	Call with advisors	1.00
Vishal Gupta 1/25/2009 Call with advisors 1.5		1/25/2009	Intertan Update Call	2.00
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Richard Klein 1/26/2009 Call with committee 1.6 Steve Tricarico 1/26/2009 Pachulski call 1.6 Steve Tricarico 1/26/2009 Call with committee 1.6 Vishal Gupta 1/26/2009 Call with counsel & advisors 0.7 Adam Steinberg 1/27/2009 Call with counsel & advisors 0.7 James Boyd 1/27/2009 Intertan Update Call 1.6 Matthew Rush 1/27/2009 Call with counsel & advisors 0.7 Michael Henkin 1/27/2009 Call with counsel & advisors 0.7 Nathan Brawn 1/27/2009 Call with counsel & advisors 0.7 Richard Klein 1/27/2009 Call with counsel & advisors 0.7 Steve Tricarico 1/27/2009 Intertan Update Call 1.6 Vishal Gupta 1/27/2009 Administrative 1.7		1/26/2009	Call with committee	1.50
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Matthew Rush 1/27/2009 Intertan Update Call 1.2 Michael Henkin 1/27/2009 Call with counsel & advisors 0.5 Nathan Brawn 1/27/2009 Call with counsel & advisors 0.5 Richard Klein 1/27/2009 Call with counsel & advisors 0.5 Steve Tricarico 1/27/2009 Intertan Update Call 1.0 Vishal Gupta 1/27/2009 Call with counsel & advisors 0.5 Vishal Gupta 1/28/2009 Administrative 1.4		1/27/2009	Intertan Update Call	1.00
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Richard Klein 1/27/2009 Call with counsel & advisors 0. Steve Tricarico 1/27/2009 Intertan Update Call 1. Vishal Gupta 1/28/2009 Administrative 1.				0.75
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Vishal Gupta 1/28/2009 Administrative 1.7				0.75
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